

P98000071797

Work place fitness and Prevention, Inc.
400 Celebration Place, Suite 290
Celebration, Florida 32747

August 23, 1999

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Fl. 32314

100002978961--6
-09/03/99--01038--004
*****35.00 *****35.00

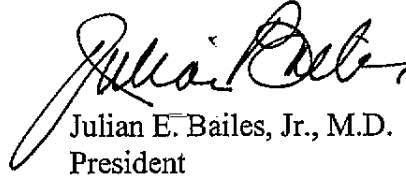
Re: Change of Registered Agent

EA
Change

Dear Sir:

The corporation wishes to replace its present registered agent, Roger A. Poitras, Jr., with Julian E. Bailes, Jr., M.D. A Notice of Acceptance of Appointment as Registered Agent is enclosed along with a check in the amount of Thirty-five and no/100 Dollars (\$35.00) for the filing fee.

Sincerely,


Julian E. Bailes, Jr., M.D.
President

FILED
99 OCT 28 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JEB, Jr.
Enclosures

ACK
10/28/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 9, 1999

WORK PLACE FITNESS AND PREVENTION INC
ATTN: JULIAN E BAILES JR MD
400 CELEBRATION PL STE 290
CELEBRATION, FL 32747

SUBJECT: WORKPLACE FITNESS AND PREVENTION, INC.
Ref. Number: P98000071797

We have received your document for WORKPLACE FITNESS AND PREVENTION, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Anna Chesnut
Corporate Specialist

Letter Number: 399A00044664

Dowdles
12804 Water/paint Blvd
brand - 34786

RECEIVED SEP 22 1999

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Workplace Fitness and Prevention Inc.

2. The mailing address of the corporation is: 400 Celebration Place, Suite 290,
Celebration, FL 34747

3. Date of incorporation/qualification: August 17, 1998 Document number: P98000071797

4. The name and address of the current registered agent and office:

Roger A. Poitras, Jr
710 Oak Commons Blvd.
Kissimmee FL 34741

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Julian E. Bailes, M.D.
400 Celebration Place, Suite 290
Celebration, FL 34747

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]
(Signature of an officer, chairman or vice chairman of the board)

9/23/99
(Date)

Julian E. Bailes

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

[Signature]
(Signature of Registered Agent)

9/23/99
(Date)

If signing on behalf of an entity:

Julian E. Bailes

(Typed or Printed Name)

N/A
(Capacity)

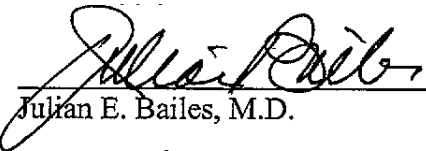
*** FILING FEE: \$35.00 ***

**NOTICE OF ACCEPTANCE OF APPOINTMENT
AS
REGISTERED AGENT**

I, Julian E. Bailes, M.D., hereby accept appointment as the Registered Agent of:

WORKPLACE FITNESS and PREVENTION, INC.

My street address is 400 Celebration Place, Suite 290, Celebration, Florida, 34747.



Julian E. Bailes, M.D.

Dated: August 23, 1989